

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

In re:

Jointly Administered under
Case No. 16-43711

Dakota Plains Holdings, Inc., et al,
Debtors.

Court File No. 16-43711 (MER)

Court File Nos.:

Dakota Plains Transloading, LLC,	16-43712
Dakota Plains Sand, LLC,	16-43715
Dakota Plains Marketing, LLC,	16-43716
DPTS Marketing LLC,	16-43717
Dakota Petroleum Transport Solutions, LLC,	16-43718
DPTS Sand, LLC,	16-43721

Chapter 11 Cases
Judge Michael E. Ridgway

NOTICE OF SALE BY AUCTION AND SALE HEARING

PLEASE TAKE NOTICE that, on December 21, 2016, Dakota Plains Holdings, Inc. and the above-captioned debtors and debtor in possession (collectively, the “**Debtors**”) filed the Notice of Motion of the Debtors for Entry of (I) an Expedited Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors’ Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, and (E) Granting Related Relief and (II) an Order (A) Approving the Asset Purchase Agreement Between the Debtors and the Purchaser, (B) Authorizing the Sale of Substantially All of the Debtors’ Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (C) Authorizing the Assumption and Assignment of Contracts, (D) Authorizing the Distribution of Excess Sale Proceeds to Secured Creditors, and (E) Granting Related Relief [ECF No. 8] (the “**Sale Motion**”) with the United States Bankruptcy Court for the District of Minnesota (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for the sale (the “**Sale**”) of substantially all of the Debtors’ assets (the “**Assets**”) consistent with the bidding procedures (the “**Bidding Procedures**”) approved by the Expedited Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors’ Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and a Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of

Contracts, and (E) Granting Related Relief [ECF No. 38] (the “**Bid Procedures Order**”)¹ entered by the Court on December 29, 2016. **All interested bidders should carefully read the Bidding Procedures and Bidding Procedures Order.** To the extent that there are any inconsistencies between this Notice and the Bidding Procedures or Bidding Procedures Order, the Bidding Procedures or Bidding Procedures Order, as applicable, shall govern in all respects.

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive qualified competing bids within the requirements and time frame specified by the Bidding Procedures, the Debtors will conduct an auction (the “**Auction**”) of the Assets on January 23, 2017 at 10:00 a.m. (prevailing Central Time) at Baker & Hostetler LLP’s office at 811 Main Street, Suite 1100, Houston, Texas 77002-6111 (or at any other location as the Debtors may hereafter designate on proper notice).

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the Sale at a hearing (the “**Sale Hearing**”) to be held on January 27, 2017 at 9:00 a.m. (prevailing Central time) before the Honorable Michael E. Ridgway, United States Bankruptcy Judge for the District of Minnesota, in Courtroom No. 7 West, U.S. Courthouse, 300 South Fourth Street, Minneapolis, Minnesota, 55415.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order with respect to any objections to proposed cure amounts or the assumption and assignment of Contracts, objections to the relief requested in the Sale Motion must: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court and served so as to be actually received by 4:00 p.m. (prevailing Central Time) on or before seven (7) calendar days after the Bid Deadline by the following parties (the “**Notice Parties**”):

Proposed Counsel to the Debtors	Counsel to the Stalking Horse Bidder
Baker & Hostetler LLP Attn: Elizabeth Green SunTrust Center, Suite 2300 200 South Orange Avenue Orlando, Florida 32801-3432	BioUrja Trading, LLC Eldridge Oaks I 1080 Eldridge Pkwy, Suite 1175 Houston, TX 77077
The United States Trustee	Counsel to the Agent
Office of the United States Trustee 1015 U.S. Courthouse 300 South Fourth Street Minneapolis, Minnesota 55415	Moore & Van Allen Attn: Alan W. Pope 100 North Tryon Street, Suite 4700 Charlotte, North Carolina 28202-4003

¹ Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Bid Procedures Order.

UNLESS A RESPONSE OPPOSING THE SALE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE SALE MOTION ON A FINAL BASIS WITHOUT A HEARING.

NO SUCCESSOR OR TRANSFeree LIABILITY

The Stalking Horse Purchase Agreement and proposed Sale Order provide that the Stalking Horse Bidder and/or Successful Bidder, if applicable, will have no responsibility for, and the Assets will be sold free and clear of, any successor liability, including the following: (a) any liability or other obligation of the Debtors' estates or related to the Assets other than as expressly set forth in the applicable Purchase Agreement; or (b) any claims against the Debtors, their estates, or any of their predecessors or affiliates. Except as expressly provided in the Sale Order or the applicable Purchase Agreement, the Stalking Horse Bidder or Successful Bidder shall have no liability whatsoever with respect to the Debtors' estates' (or their predecessors' or affiliates') respective businesses or operations or any of the Debtors' estates' (or their predecessors' or affiliates') obligations (as described below, "**Successor or Transferee Liability**") based, in whole or part, directly or indirectly, on any theory of successor or vicarious liabilities of any kind or character, including, but not limited to, any theory of antitrust, environmental, successor or transferee liability, labor law, de facto merger, or substantial continuity, whether known or unknown as of the Closing Date (as defined in the applicable Purchase Agreement), now existing or hereafter arising, whether asserted or unasserted, fixed or contingent, liquidated or unliquidated with respect to the Debtors or any obligations of the Debtors arising prior to the closing of the Sale, including, but not limited to, liabilities on account of any taxes arising, accruing, or payable under, out of, in connection with, or in any way relating to the operation of any of the Assets prior to the closing of the Sale.

PLEASE TAKE FURTHER NOTICE that copies of the Sale Motion, the Bidding Procedures, and the Bidding Procedures Order may be obtained for a fee at <http://www.mnb.uscourts.gov/>

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Dated: January 3, 2017

RAVICH MEYER KIRKMAN MCGRATH NAUMAN
& TANSEY, PA

/e/ Michael F. McGrath
Michael F. McGrath (#168610)
Will R. Tansey (#323056)
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Minneapolis, MN 55402
Telephone: 612.317.4744
Email: mfmcgrath@ravichmeyer.com
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Elizabeth A. Green
Jimmy D. Parrish
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200 South Orange Avenue
Orlando, FL 32801-3432
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jparrish@bakerlaw.com

Eric R. Goodman
BAKER & HOSTETLER LLP
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Suite 2000
Cleveland, OH 44114-1214
Telephone: 216.621.0200
Email: egoodman@bakerlaw.com

*Proposed Counsel for the Debtors and Debtors
in Possession*

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

In re:

Jointly Administered under
Case No. 16-43711

Dakota Plains Holdings, Inc., et al,

Debtors.

Court File No. 16-43711 (MER)

Court File Nos.:

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Dakota Plains Sand, LLC,
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Dakota Petroleum Transport Solutions, LLC,
DPTS Sand, LLC,

16-43712
16-43715
16-43716
16-43717
16-43718
16-43721

Chapter 11 Cases
Judge Michael E. Ridgway

CERTIFICATE OF SERVICE

Eric R. Goodman of Baker & Hostetler LLP, under penalty of perjury, states that on January 3, 2017 he caused to be served the foregoing *Notice of Sale by Auction and Sale Hearing* upon:

Pelican Gathering Systems LLC 3657 89th Ave NW New Town, ND 58763	Anna Phillips Stone Phillips, LLC PO Box 500787 Atlanta, GA 31150	Tom Pratt Applied Business Strategy LLC 1100 Superior Avenue East Suite 1750 Cleveland, OH 44114
U.S. Dept. of the Interior Bureau of Land Management 5001 Southgate Drive Billings, MT 59101	Canaccord Genuity, Inc. Attn.: Geoffrey Richards 5345 Madison Avenue New York, NY 10022	BioUrja Trading, LLC Eldridge Oaks I 1080 Eldridge Pkwy Suite 1175 Houston, TX 77077
Alan W. Pope, Esq. Moore & Van Allen PLLC 100 N. Tryon Street Suite 4700 Charlotte, NC 28202-4003	Robert T. Kugler, Esq. Stinson Leonard Street LLP 150 S. Fifth Street Suite 2300 Minneapolis, MN 55402	Benjamin J. Court, Esq. Stinson Leonard Street LLP 150 S. Fifth Street Suite 2300 Minneapolis, MN 55402

Stephen E. Gruendel, Esq. Moore & Van Allen PLLC 100 N. Tryon Street Suite 4700 Charlotte, NC 28202-4003	Gabriel L. Mathless, Esq. Moore & Van Allen PLLC 100 N. Tryon Street Suite 4700 Charlotte, NC 28202-4003	
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via U.S. Mail to the addresses listed above, all creditors and parties in interest listed on the attached combined court mailing matrix dated January 3, 2017, and electronically by Notice of Electronic Filing upon all parties who have requested electronic service in these cases by filing the same via ECF with the Bankruptcy Court in the District of Minnesota.

/e/ Eric R. Goodman
Eric R. Goodman

Label Matrix for local noticing

0864-4

Case 16-43711

District of Minnesota

Minneapolis

Tue Jan 3 10:00:58 CST 2017

Advanced Imaging Solutions

PO Box 790448

Saint Louis MO 63179-0448

DAKOTA PLAINS HOLDINGS, INC.

294 GROVE LANE EAST

WAYZATA, MN 55391-1698

Ally Financial

PO Box 380901

Bloomington MN 55438-0901

Minneapolis

301 U.S. Courthouse

300 South Fourth Street

Minneapolis, MN 55415-1320

BNSF Railway Company

3110 Solutions Center

Chicago IL 60677-3001

Boatworks II, LLC

294 Grove Lane East

Suite 100

Wayzata MN 55391-1681

Boxcar Companies LLC

374 Wickaboag Valley Rd.

West Brookfield MA 01585-2610

Butte, Anaconda & Pacific
Railway

300 West Commercial

Anaconda MT 59711-2171

CSX Transportation, Inc.

PO Box 116651

Atlanta GA 30368-6651

Canadian Pacific Railway Co.

CM-9527

Saint Paul MN 55170-9527

DPTS Marketing, LLC

294 Grove Lane East

Wayzata MN 55391-1680

DPTS Sand, LLC

294 Grove Lane East

Wayzata MN 55391-1680

Dakota Petroleum Transport
Solutions, LLC

294 Grove Lane East

Wayzata MN 55391-1698

Dakota Plains Marketing, LLC

294 Grove Lane East

Wayzata MN 55391-1698

Dakota Plains Sand, LLC

294 Grove Lane East

Wayzata MN 55391-1698

Dakota Plains Transloading LLC

294 Grove Lane East

Wayzata MN 55391-1698

Faegre Baker & Daniels

2200 Wells Fargo Center

90 S. 7th Street

Minneapolis MN 55402-3901

Foote Oilfield Services, LLC

PO Box 878

New Town ND 58763-0878

Gabriel G. Claypool

20330 Western Road

Deephaven MN 55331-9220

Global Companies, LLC

800 South Street

Waltham MA 02453-1489

Hennepin County Assessor

A-2103 Government Center

300 South 6th Street

Minneapolis MN 55487-0999

Hiland Crude, LLC

1001 Louisiana

Suite 1000

Houston TX 77002-5089

IRS District Counsel

380 Jackson Street

Suite 650

Saint Paul MN 55101-4804

Integra

6160 Golden Hills Drive

Minneapolis MN 55416-1020

Internal Revenue Service

Centralized Insolvency Ops

PO Box 7346

Philadelphia PA 19101-7346

(p)INTERNAL REVENUE SERVICE

CENTRALIZED INSOLVENCY OPERATIONS

PO BOX 7346

PHILADELPHIA PA 19101-7346

Iowa Traction Railway

PO Box 1277

Lakeville MN 55044-1277

Keokuk Junction Railway Co.

1318 S. Johnson Rd.

Peoria IL 61607-1130

MN Dept. of Revenue

551 Bankruptcy Section

PO Box 64447

Saint Paul MN 55164-0447

McGrath North Mullin & Kratz
First National Tower Suite 3700
1601 Dodge Street
Omaha NE 68102-1650

Mountain County Treasurer
PO Box 69
Stanley ND 58784-0069

Mountain Williams Electric
Cooperative
PO Box 1346
Williston ND 58802-1346

Murex, LLC
55 Waugh Drive
Suite 510
Houston TX 77007-5840

North Dakota Dept. of Revenue
600 E. Boulevard Avenue
Bismarck ND 58505-0599

Office of the U.S. Trustee
1015 US Courthouse
300 South Fourth Street
Minneapolis MN 55415-3070

Pearce & Durick
314 E. Thayer Avenue
PO Box 400
Bismarck ND 58502-0400

Petroleum Transport Solutions,
LLC
9800 NW 41st Street
Miami FL 33178-2968

Reed Smith LLP
10 S. Wacker Drive
40th Floor
Chicago IL 60606-7506

Ryan R. Gilbertson
1675 Neal Avenue
Delano MN 55328-9017

Ryan R. Gilbertson
c/o Rock Hutchinson, PLLP
1907 E. Wayzata Blvd., #330
Wayzata MN 55391-2070

San Luis & Rio Grande Railroad
118 S. Clinton Street
Suite 400
Chicago IL 60661-5772

Sard Verbinen & Co., LLC
630 Third Avenue
9th Floor
New York NY 10017-6752

Securities and Exchange Comm.
175 West Jackson Blvd.
Suite 900
Chicago IL 60604-2908

SunTrust Bank, As Admin. Agent
211 Perimeter Center Parkway
Suite 100
Atlanta GA 30346-1305

Thompson Hine LLP
Two Alliance Center
3560 Lenox Road NE, Suite 1600
Atlanta GA 30326-4274

U.S. Attorney
600 US Courthouse
300 S. Fourth Street
Minneapolis MN 55415-3070

U.S. Environmental Protection
Agency
PO Box 979077
Saint Louis MO 63197-9000

U.S. Oil & Refining Company
P.O. Box 2255
Tacoma WA 98401-2255

US Trustee
1015 US Courthouse
300 S 4th St
Minneapolis, MN 55415-3070

Unimin Corporation
258 Elm Street
New Canaan CT 06840-5300

Union Pacific Railroad Company
5074 Collections Center Dr.
Chicago IL 60693-0050

United Quality Cooperative
240 3rd Street S.
New Town ND 58763-4065

Vinson & Elkins, LLP
PO Box 301019
Dallas TX 75303-1019

Wells Fargo Dealer Services
PO Box 25341
Santa Ana CA 92799-5341

Woodburn & Wedge
6100 Neil Road
Suite 500
Reno NV 89511-1159

World Fuel Services Corp.
9800 NW 41st Street
Suite 400
Miami FL 33178-2980

World Fuel Services, Inc.
ATTN: Carlos Fornari
9800 NW 41st St., Suite 400
Miami FL 33178-2980

Elizabeth A. Green
Baker & Hostetler LLP
200 South Orange Avenue
Suite 2300
Orlando, FL 32801-3432

Eric R Goodman
Baker & Hostetler LLP
127 Public Square
Ste 2000
Cleveland, OH 44114-1214

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service
Wells Fargo Place
30 E. 7th St,, Mail Stop 5700
Saint Paul MN 55101

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)SunTrust Bank	(d)Dakota Plains Holdings, Inc. 294 Grove Lane East Wayzata MN 55391-1698	End of Label Matrix Mailable recipients 62 Bypassed recipients 2 Total 64
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